

2008 Nov 26 PM 09:10

CLERK U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
CANTON

**ACTION BY WRITTEN CONSENT OF THE SOLE
SHAREHOLDER OF COMMERCIAL ALLOYS CORPORATION**

Pursuant to the authority contained in Section 1701.54 of the Ohio Revised Code, the undersigned, being the sole Shareholder of Commercial Alloys Corporation, an Ohio corporation (the "Corporation"), does hereby take and adopt the following actions by written consent without a meeting, effective as of November ~~26~~, 2008:

RESOLVED, that in the judgment of the sole Shareholder, it is in the best interests of the Corporation that the Corporation commence a chapter 11 case by filing a voluntary petition seeking reorganization of its business, financial and other affairs under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

RESOLVED, that any duly appointed officer of the Corporation be and each hereby is, authorized and empowered on behalf of, and in the name of, the Corporation to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Ohio (the "Bankruptcy Court") at such time as said authorized officer executing the same shall determine; and

RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation to execute and file all petitions, schedules, lists, and other papers and to take any and all actions that any of the authorized officers may deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of the case; and

RESOLVED, that the law firm of Brouse McDowell, LPA shall continue to be employed as attorneys for the Corporation in the Corporation's chapter 11 case; and

RESOLVED, that the appropriate officers be, and hereby are, authorized and empowered on behalf of, and in the name of the Corporation to retain and employ other attorneys, investment bankers, accountants, financial advisors and other professionals to assist in the Corporation's chapter 11 case and on such terms as are deemed necessary, proper or desirable; and

RESOLVED, that the Corporation, prior to the chapter 11 case and subsequent thereto as debtor and debtor-in-possession, be, and hereby is, authorized to borrow funds from a lender or lenders on terms as the appropriate officer of the Corporation deems appropriate, to obtain the use of cash collateral in such amounts, and on such terms as may be approved by any one or more of the officers as reasonably necessary for the continuing conduct of the affairs of the Corporation, and to grant security interests in and liens upon all or substantially all of the Corporation's assets as may be deemed necessary by any one or more of the officers in connection with such borrowings or the use of such cash collateral; and

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered to execute and deliver for and on behalf of the Corporation, as debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the

foregoing resolution, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the officer or officers so acting; and

RESOLVED, that the appropriate officers of the Corporation and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Corporation to cause the Corporation to file such plans of reorganization or conduct a sale under Section 363 of the Bankruptcy Code as may be authorized by the undersigned, and any and all authorized modifications, supplements or amendments thereto, and such other agreements, instruments and documents as may be necessary, appropriate or desirable in connection with such plans and to make such motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable for the successful confirmation of such plans; and

RESOLVED, that the appropriate officers of the Corporation, and agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized and empowered to cause the Corporation to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or filings of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer shall be or become necessary, proper and desirable to prosecute to a successful completion the chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Corporation consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and

RESOLVED, that any and all past actions heretofore taken by officers and the sole Shareholder of the Corporation in the name of and on behalf of the Corporation in furtherance of any or all of preceding resolutions be, and the same hereby are ratified, approved and adopted in their entirety.

IN WITNESS WHEREOF, the undersigned Shareholder of said Company has signed and sealed this resolution, as of this 26 of November, 2008.

SOLE SHAREHOLDER



Lawrence C. Musarra